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8 Attorneys for Compass Financial Partners LLC
9 and Compass USA SPE LLC

10
11 UNITED STATES BANKRUPTCY COURT

12
13 DISTRICT OF NEVADA

14 In re:
15 USA COMMERCIAL MORTGAGE COMPANY,
16 Debtor.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

17 In re:
18 USA CAPITAL REALTY ADVISORS, LLC,
19 Debtor.

Chapter 11

20 In re:
21 USA CAPITAL DIVERSIFIED TRUST DEED
22 FUND, LLC,
23 Debtor.

Jointly Administered Under
Case No. BK-S-06-10725 LBR

24 In re:
25 USA CAPITAL FIRST TRUST DEED FUND, LLC,
26 Debtor.

DESIGNATION OF LOCAL COUNSEL
AND CONSENT THERETO

27 In re:
28 USA SECURITIES, LLC,
Debtor.

Affects:
29 All Debtors
30 USA Commercial Mortgage Company
31 USA Securities, LLC
32 USA Capital Realty Advisors, LLC
33 USA Capital Diversified Trust Deed Fund, LLC
34 USA First Trust Deed Fund, LLC

The undersigned, attorney of record for and Compass USA SPE LLC and Compass
Financial Partners LLC, the Defendants herein, has submitted to the Court a "Verified Petition
for Permission to Practice in this Case Only." Not being admitted to the bar of this Court, and
not maintaining an office in the District of Nevada for the practice of law, I believe it to be in the
best interests of the clients, Compass USA SPE LLC and Compass Financial Partners LLC, to

1 designate Peter C. Bernhard, Georganne W. Bradley and Joseph P. Hardy of Bullivant Houser
2 Bailey PC ("Nevada Counsel"), attorneys at law, members of the State Bar of Nevada and
3 previously admitted to practice before the above-entitled Court, as associate local counsel in this
4 action. The address of said designated Nevada Counsel is Peter C. Bernhard (Nevada Bar No.
5 0734), Georganne W. Bradley (Nevada Bar No. 1105) and Joseph P. Hardy (Nevada Bar No.
6 7370), Bullivant Houser Bailey PC, 3980 Howard Hughes Parkway, Suite 550, Las Vegas, NV
7 89169, Telephone: (702) 669-3600, Facsimile: (702) 650-2995, peter.bernhard@bullivant.com,
8 georganne.bradley@bullivant.com and joe.hardy@bullivant.com.

9 By this designation the undersigned attorneys and parties agree that all documents and
10 other papers issued out of this Court in the above-entitled case may be served on the designated
11 local counsel. Further, said local counsel shall be responsible for providing copies of the same to
12 the co-counsel. Further, this designation constitutes agreement and authorization by the
13 undersigned for the designated local counsel to sign stipulations binding on all of us. The time
14 for performing any act under applicable Rule shall run from the date of service on the local
15 counsel.

16
17 Dated: July 31, 2007 MILBANK, TWEED, HADLEY & McCLOY LLP
18

19 By: 
20 Linda Dakin-Grimm

21 Attorneys for Compass Financial Partners LLC
22 and Compass USA SPE LLC
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CONSENT OF DESIGNATED NEVADA COUNSEL

The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that they are responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that they are responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

Dated: July 1, 2007

BULLIVANT Houser Bailey PC

By: Georganne W. Bradley
Peter Bernhard (Nevada Bar No. 0734)
Georganne W. Bradley (Nevada Bar No. 1105)
Joseph P. Hardy (Nevada Bar No. 7370)
3980 Howard Hughes Parkway, Suite 550
Las Vegas, Nevada 89169
Telephone: (702) 650-6565
Facsimile: (702) 650-2995

Designated Nevada Counsel

APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned parties appoint Peter C. Bernhard, Georganne W. Bradley and Joseph P. Hardy of Bullivant Houser Bailey PC as their Designated Nevada Counsel in this case.

Dated: August 7, 2007

By _____
~~_____

_____~~ Party Signature